

United States Bankruptcy Court		Voluntary Petition	
Eastern District of Virginia			
Name of Debtor (if individual, enter Last, First, Middle): Bear Island Paper Company, L.L.C.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No. Complete EIN (if more than one, state all): 0914		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No. Complete EIN. (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): 10026 Old Ridge Road Ashland, Virginia <div style="text-align: right;">ZIP CODE 23005</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>	
County of Residence or of the Principal Place of Business: Hanover County		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>	
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>			
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> <hr/> Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3 A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input checked="" type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>			
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>			
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Bear Island Paper Company, L.L.C.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtors (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No. See attached.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):**Bear Island Paper Company, L.L.C.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of DebtorX _____
Signature of Joint Debtor_____
Telephone Number (if not represented by attorney)_____
Date**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- ☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
- ☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)_____
(Printed Name of Foreign Representative)_____
Date**Signature of Attorney***X _____
Signature of Attorney for Debtor(s)**Printed Name of Attorney for Debtor(s)**

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(212) 446-4800

February 23, 2010

Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is correct.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual
Edward D. Sherrick_____
Printed Name of Authorized Individual_____
Senior Vice President and Chief Financial Officer_____
Title of Authorized Individual

February 23, 2010

Date**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer_____
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)_____
Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

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*Proposed Attorneys for the Debtor and
Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

BEAR ISLAND PAPER COMPANY, L.L.C.,¹

Debtor.

)
) Chapter 11
)

) Case No. 10- _____ ()
)
)
)

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by, or in possession of, the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

- Bear Island Paper Company, L.L.C., the above-captioned debtor and debtor in possession (the "Debtor") owns and/or possesses real properties consisting of manufacturing facilities and the infrastructure required for its continued business operations. Soil and/or groundwater contamination has been discovered at certain of these properties; however, to the best of the Debtor's knowledge, no such contamination poses (or is alleged to pose) any threat of imminent and identifiable harm to public health or safety. In addition, certain properties of the Debtor use hazardous materials and have wastewater treatment facilities, chemical storage areas, and/or hazardous waste management areas. To the best of the Debtor's knowledge, none of these sites pose (or are alleged to pose) a threat of

¹ The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

imminent and identifiable harm to the public health or safety, but the Debtor mentions them here out of an abundance of caution.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

- None.

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In re:

BEAR ISLAND PAPER COMPANY, L.L.C.,¹

Debtor.

) Chapter 11

) Case No. 10-_____ ()

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 20 LARGEST UNSECURED CLAIMS**

Bear Island Paper Company, L.L.C., as a debtor and debtor in possession in the above-captioned chapter 11 case ("Bear Island" or "Debtor"), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The following is the consolidated list of the Debtor's creditors holding the 20 largest unsecured claims (the "Creditor List") based on the Debtor's books and records and, in certain instances, the Debtor's best estimate of accrued and unpaid amounts as of February 22, 2010. The Creditor List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-1(G). The Creditor List does not include persons who come within the definition of "insider" as set forth in section 101(31) of the Bankruptcy Code or secured creditors, unless the value of their collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims on a consolidated basis. None of the creditors listed on the Creditor List are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtor. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor's right to contest the validity, priority or amount of any claim.

¹ The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

**Bear Island Paper Company, L.L.C.'s
Consolidated List of Creditors Holding the 20 Largest Unsecured Claims**

	Names of Creditor	Mailing Address/ Phone Number/ Fax Number	Nature of Claim	C/U/D/S	Amount of Claim
1	RAPPAHANNOCK ELECTRIC COOPERATIVE	247 INDUSTRIAL COURT, FREDERICKSBURG, VA 22408 FAX: 540-891-5988	TRADE DEBT		\$3,879,353
2	VOITH FABRICS	3040 BLACK CREEK ROAD, WILSON, NC 27893 FAX: 252-291-3800	TRADE DEBT		\$273,001
3	NALCO CO	1978 ASTER ROAD, MACUNGIE, PA 18068 FAX: 610-398-8656	TRADE DEBT		\$213,843
4	VOITH PAPER FABRIC & ROLL SYSTEM	5311 I-20 SERVICE ROAD, WEST MONROE, LA 71292 FAX: 318-322-3984	TRADE DEBT		\$198,308
5	CASCADES SONOCO, INC.	170 CLEAGE DRIVE, BIRMINGHAM, AL 35217 FAX: 205-854-8308	TRADE DEBT		\$169,128
6	SP RECYCLING CORP. - PRINCE WILLIAM DIVISION	14811 DUMFRIES ROAD, DUMFRIES, VA 22026 FAX: 703-794-9368	TRADE DEBT		\$167,667
7	CROSSGLOBE TRANSPORT LTD	11023 WASHINGTON HIGHWAY, SUITE 150, GLEN ALLEN, VA 23059 FAX: 804-550-1176	TRADE DEBT		\$157,410
8	C.H. ROBINSON WORLDWIDE, INC.	14701 CHARLSON ROAD, EDEN PRAIRIE, MN 55347 FAX: 804-353-1570	TRADE DEBT		\$137,927
9	CHEMTRADE PERFORMANCE CHEMICALS LLC	814 TYVOLA ROAD, SUITE 126, CHARLOTTE, NC 28217 FAX: 704-523-7764	TRADE DEBT		\$127,002
10	CANUSA HERSHMAN RECYCLING, L.L.C.	1532 THAMES STREET, BALTIMORE, MD 21231 FAX: 410-732-8569	TRADE DEBT		\$124,879
11	SP RECYCLING CORP.- RICHMOND DIV.	4259 CAROLINA AVENUE, RICHMOND, VA 23222 FAX: 804-228-1183	TRADE DEBT		\$113,377
12	RECYCLE AMERICA/ALLIANCE, LLC	13707 S JEFFERY AVE, CHICAGO, IL 60633-2343 FAX: 713-394-5012	TRADE DEBT		\$106,571
13	BRENNTAG SOUTHEAST, INC	200 E. PETTIGREW ST., DURHAM, NC 27703 FAX: 919-596-6438	TRADE DEBT		\$104,415
14	HANOVER COUNTY PUBLIC UTILITIES- WATER	7516 COUNTY COMPLEX RD, HANOVER, VA 23069 FAX: 804-365-6245	TRADE DEBT		\$99,429

	Names of Creditor	Mailing Address/ Phone Number/ Fax Number	Nature of Claim	C/U/D/S	Amount of Claim
15	FALLING CREEK LOG & LUMBER COMPANY	13280 FERN RUN ROAD, MONTPELIER, VA 23192 FAX: 804-798-6151	TRADE DEBT		\$71,348
16	METSO PAPER USA	N.A. LOGISTICS CENTER, 1280 WILLOWBROOK RD, BELOIT, WI 53511 FAX: 608-364-2502	TRADE DEBT		\$55,357
17	INTERNATIONAL PAPER	6400 POPLAR AVENUE, MEMPHIS, TN 38197 FAX: 757-569-4022	TRADE DEBT		\$52,893
18	FLEMING SOUTHERN	1275 OLD BELTWAY, RURAL HALL, NC 27045-9407 FAX: 336-969-2285	TRADE DEBT		\$49,004
19	FCR/BMR, LLC	809 W. HILL ST., CHARLOTTE, NC 28208 FAX: 704-379-0670	TRADE DEBT		\$48,029
20	BADEN TAX MANAGEMENT, LLC	6920 POINTE INVERNESS WAY, STE 300, FORT WAYNE, IN 46804 FAX: 260-969-2581	TRADE DEBT		\$43,145

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In re:

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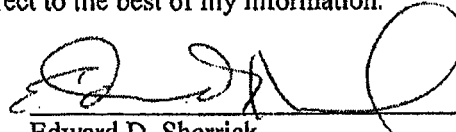
**DECLARATION CONCERNING CONSOLIDATED LIST
OF CREDITORS HOLDING THE 20 LARGEST UNSECURED CLAIMS**

The consolidated list of creditors holding the 20 largest unsecured claims filed in electronic format contemporaneously with the foregoing petition (the "Creditor List") constitutes a full and complete list of the name and address of each creditor. The Creditor List is being filed pursuant to section 521 of title 11 of the United States Code, Rules 1007 and 1008 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 1007-1. The above-captioned debtor and debtor in possession (the "Debtor") reserves the right to file an amended or supplemental Creditor List. The Creditor List is based upon the internal bookkeeping records of the Debtor and is accurate to the best of the undersigned's knowledge, information and belief, subject to further review. Given that no comprehensive legal or factual investigations with regard to possible defenses to any claims set forth on the Creditor List have been completed, the Creditor List does not, and should not, be deemed to constitute: (a) a waiver of any defense of any listed claims; (b) an acknowledgement of the allowability of any listed claims; or (c) a waiver of any other right or legal position of the Debtor.

¹ The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

I, Edward D. Sherrick, Senior Vice President and Chief Financial Officer of Bear Island Paper Company, L.L.C., declare under penalty of perjury that I have reviewed the Creditor List and that the information contained therein is true and correct to the best of my information.

Dated: February 23, 2010

A handwritten signature in black ink, appearing to read 'E. Sherrick', written over a horizontal line.

Edward D. Sherrick
Senior Vice President and
Chief Financial Officer

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) Chapter 11
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CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), and so as to enable the Court to evaluate possible disqualification or recusal, the undersigned counsel for Bear Island Paper Company, L.L.C. certifies, upon consultation with its client, that the following corporation directly or indirectly owns 10% or more of any class of the corporation's equity interest: White Birch Paper Company.

[Remainder of page intentionally left blank.]

¹ The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

Dated: February 23, 2010
Richmond, Virginia

BEAR ISLAND PAPER COMPANY, L.L.C.

By /s/ Jonathan L. Hauser
Of Counsel

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In re:

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Debtor.

)
) Chapter 11
)

) Case No. 10-_____ (____)
)
)
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CERTIFICATE CONCERNING CREDITOR MATRIX

Bear Island Paper Company, L.L.C., as a debtor and debtor in possession (the "Debtor"), hereby certifies under penalty of perjury that the Creditor Matrix submitted herewith, pursuant to Local Bankruptcy Rule 1007-1(H), contains the Debtor's list of creditors and, to the best of the Debtor's knowledge, is complete, correct and consistent with the Debtor's books and records.

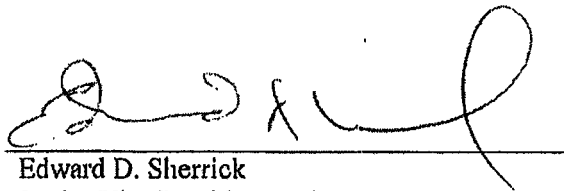
The Creditor Matrix is based upon the Debtor's internal bookkeeping records and is accurate to the best of the undersigned's knowledge, information and belief, subject to further review. Given that no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth on the Creditor Matrix have been completed, the Creditor Matrix does not and should not be deemed to constitute: (a) a waiver of any defense to any listed claims; (b) an acknowledgement of the allowability of any listed claims; and/or (c) a waiver of any other right or legal position of the Debtor.

[Remainder of page intentionally left blank.]

¹ The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

I, Edward D. Sherrick, the undersigned authorized signatory of Bear Island Paper Company, L.L.C., declare under penalty of perjury that I have reviewed the Creditor Matrix and that it is true and correct to the best of my information and belief.

Dated: February 23, 2010

A handwritten signature in black ink, appearing to read 'E. Sherrick', is written over a horizontal line.

Edward D. Sherrick
Senior Vice President and
Chief Financial Officer

Bear Island Paper Company, L.L.C.'s Creditor Matrix

#1 TOWING CO INC
16269 WASHINGTON HWY
DOSWELL, VA 23047

301 AUTO REPAIR LLC
8175 PATRICK HENRY BLVD
MECHANICSVILLE, VA 23116

411BUSINESSDIRECT.COM
3109 GRAND AVE, #410
MIAMI, FL 33133

A & E SUPPLY CO
1400 NORTH BLVD
RICHMOND, VA 23230

A & E SUPPLY CO
PO BOX 11229
RICHMOND, VA 23230

A C GLASS COMPANY
11112 WASHINGTON HWY
GLEN ALLEN, VA 23059

A I S INDUSTRIAL SERVICES
1001 E 4TH ST
RICHMOND, VA 23224

A T & T MOBILITY
5565 GLENDRIGE CONNECTOR, SUITE 510
ATLANTA, GA 30342

A T & T MOBILITY
PO BOX 6463
CAROL STREAM, IL 60197-6463

A.D. PERRY & SONS INC
8170 TURNER RD
RICHMOND, VA 23231

A.M.A. INDUSTRIAL SERVICES L.L.C.
3053 HART RD
LEBANON, OH 45036

A.S.K. FINANCIAL LLP
ATTN: EDWARD E NEIGER, ESQ
111 JOHN ST
STE 800
NEW YORK, NY 10038

A.S.K. FINANCIAL LLP
ATTN: JOSEPH L STEINFELD JR, ESQ
2600 EAGAN WOODS DR
STE 220
EAGAN, MN 55121

A.S.K. FINANCIAL LLP
ATTN: JOSEPH L STEINFELD JR, ESQ,
JOHN T SIEGLER, ESQ, KAREN M
SCHEIBE, ESQ
2600 EAGAN WOODS DR, STE 400
ST. PAUL, MN 55121

AAF INTERNATIONAL INC
10300 ORMSBY PARK PL, SUITE 600
LOUISVILLE, KY 40232-5690
AAF INTERNATIONAL INC
PO BOX 824836
PHILADELPHIA, PA 19182-8436

AARON'S CORPORATE FURNISHINGS
7921 W BROAD ST
RICHMOND, VA 23294

ABA MORIAH CORPORATION
6594 COMMERCE COURT
WARRENTON, VA 20187

ABA MORIAH CORPORATION
PO BOX 350
GAINESVILLE, VA 20156

ABB INC (POBOX 88853 CHICAGO)
PO BOX 88853
CHICAGO, IL 60695

ABB INC -AUTOMATION (CANADA)
10300 HENRI-BOURASSA BLVD W
SAINT-LAURENT, QC H4S 1N6 CANADA

ABB INC(PO BOX 88875 CHICAGO)
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CHICAGO, IL 60695

ABB INDUSTRIAL SYSTEMS
16250 W GLENDALE DR
NEW BERLIN, WI 53151

ABB INDUSTRIAL SYSTEMS INC
PO BOX 88875
CHICAGO, IL 60695

ABB PLC DIV (R.J.GROSS & ASSOC)
1725 S JOHNSON RD
NEW BERLIN, WI 53146

ABB POWER PT(REP:BLAIR & ASSOC)
PO BOX 130
MIDLOTHIAN, VA 23113

ABF FREIGHT SYSTEM INC
PO BOX 74307
RICHMOND, VA 23236-0006

ABL
GENERAL ELECTRIC CAPITAL CORP
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CHICAGO, IL 60661

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ABRAMSON, ALAN S.
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MIDLOTHIAN, VA 23112

AC CONTROLS COMPANY INC
PO BOX 63243
CHARLOTTE, NC 28263

ACC BUSINESS INC
PO BOX 13136
NEWARK, NJ 07101-5636

ACCUMARK INC
9500 KING AIR COURT
ASHLAND, VA 23005

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2143 PLANK RD
BATON ROUGE, LA 70802

ACE ARMATURE WORKS INC
PO BOX 926
BATON ROUGE, LA 70821-0926

ACE REBUILDERS INC
PO BOX A
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ACE WORLD COMPANY
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FORT WORTH, TX 76135

ACF ENVIRONMENTAL
PO BOX 758763
BALTIMORE, MD 21275-8763

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ACKERMAN, GEORGE P.
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EASTON, PA 18044

ACORN SIGN GRAPHICS INC
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RICHMOND, VA 23230

ACOUSTIC CLEANING SYSTEMS INC
23 CHURCH ST SOUTH
PO BOX 609
ALEXANDRIA, AL 36250

ACOUSTICAL SOLUTIONS INC
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RICHMOND, VA 23294

ACRISON INC
20 EMPIRE BLVD
MOONACHIE, NJ 07074

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BOISE, ID 83702

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BOISE, ID 83701-2868

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ADHESIVES RESEARCH INC
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YORK, PA 17405-1823

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OWINGS MILLS, MD 21117-3255

ADP INC
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LOUISVILLE, KY 40290-1006

ADVANCED CONTROL TECHNOLOGY INC
PO BOX 85
ROCKVILLE, VA 23146

ADVANCED PNEUMATICS CO
9708 ASHLEY DAWN CT
FREDERICKSBURG, VA 22408

ADVANCED POWER PRODUCTS
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STE 32
KEY BISCAYNE, FL 33149

ADVANCED POWER PRODUCTS INC
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CUMMING, GA 30048

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AEC ENGINEERING
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RICHMOND, VA 23235

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GLENVIEW, IL 60025

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1301 ATWOOD AVE
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JOHNSTON, RI 02919

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SHERBROOKE QU J1M 2C3 CANADA

AGENCY OF NATURAL RESOURCES
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CENTER BUILDING
103 SOUTH MAIN STREET
WATERBURY, VT 05671-0301

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AIR EXCELLENCE INC
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AIR MONITORING SPECIALISTS
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RICHMOND, VA 23224

AIR PARK MEDICAL & OCCUPATIONAL
HEALT
11015 LEADBETTER RD
ASHLAND, VA 23005

AIR ROVER INC
12679 FM RD, 3311
TYLER, TX 75708

AIR WATER & SOIL LAB INC
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2109A N HAMILTON ST
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CHARLOTTE, NC 23260

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21 DE LA PROMENADE
VICTORVILLE QU G6P 9S3 CANADA

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ALABAMA DEPT OF REVENUE
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MONTGOMERY, AL 36132

ALABAMA DEPT OF REVENUE
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OAKLAND, CA 94612-4286

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311 WEST MONROE ST
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ALLSTATE LOGGING
16007 COATSVILLE RD
BEAVERDAM, VA 23015

ALLSTATE TRANSPORT SERVICES INC
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ALTAMONTE SPRINGS, FL 32701

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WYOMISSING, PA 19610-1234

AMERICAN RED CROSS INC
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ANDERSON BROS. LUMBER CO INC
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ANDRITZ INC
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ROSWELL, GA 30076

ANDRITZ INC
PULP AND PAPER MILL SERVICE
DIVISION
PO BOX 102885
ATLANTA, GA 30368-2885

ANDRITZ INC (#930488)
LOCKBOX #930488
PO BOX 930488
ATLANTA, GA 31193-0488

ANDRITZ INC (MUNCY) (KUFFERATH)
35 SHERMAN ST
MUNCY, PA 17756

ANDRITZ INC (WOOD PROCESSING)
PULP AND PAPER MILL SERVICE
DIVISION
10745 WESTSIDE PARKWAY
ALPHARETTA, GA 30004

ANDRITZ INC/CLEAN TECH GRP (#930488)
117 SOUTH ARCH ST
MONTGOMERYVILLE, PA 17754

ANDRITZ KUFFERATH GMBH
LOMMESSEMSTRASSE 32-36
ATTN: MRS MARTINA ZIMMERMANN
D-52353 DUREN GERMANY

ANDRITZ LTD (LOCKBOX T08785U)
45 ROY BLVD
BRANTFORD ON N3R 7K1 CANADA

ANDRITZ RUTHNER INC
PO BOX 120382, DEPT 0382
DALLAS, TX 75312-0382

ANDRITZ RUTHNER INC (ANDRITZ SEPARA
ARLINGTON SOUTH IND PARK
1010 COMMERCIAL BLVD S
ARLINGTON, TX 76017

ANDRITZ SEPARATION
DEPARTMENT 0312
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DALLAS, TX 75312

ANDRITZ SEPARATION (FORMERLY
RUTHNER)
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1010 COMMERCIAL BLVD S
ARLINGTON, TX 76017

ANDRITZ, LTD. (LOCKBOX)
DURAMETAL CORP
LOCKBOX #T08765U
PO BOX 8765 STN A
TORONTO ON M5W 3C2 CANADA

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9325 INDUSTRIAL TRACE
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ANTHEM HEALTHKEEPERS- BALTIMORE, MD
ATTENTION CASHIER
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ANTHEM LIFE INSURANCE COMPANY
DEPARTMENT L-8111
COLUMBUS, OH 43268-8811

ANTHEM SOUTHEAST DENTAL
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BALTIMORE, MD 21275-8987

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STE 552
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ASHLAND, VA 23005

ANTIS FRANZ
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DISPUTANTA, VA 23842

ANTIS, FRANZ J.
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BASCO DIVISION
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BUFFALO, NY 14225

API HEAT TRANSFER INC
PO BOX 347029
PITTSBURGH, PA 15251-7029

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CHICAGO, IL 60686-0060

AQUA-AEROBIC SYSTEMS INC
PO BOX 2026
LOVES PARK, IL 61130-0026

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LITTLETON, CO 80160-0571

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BLACKSTONE, VA 23824

ARBOR TECH FOREST PRODUCTS INC
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ARCET EQUIPMENT COMPANY
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ARCET EQUIPMENT COMPANY
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ARGONAUT BIOFUELS, LLC
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BUMPASS, VA 23024

ARGUS STEEL PRODUCTS INC
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206 S WASHINGTON HWY
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CHARLOTTE, NC 28275-1985

AT&T
PO BOX 9001310
LOUISVILLE, KY 40290-1310

AT&T BUSINESS
PO BOX 9001310
LOUISVILLE, KY 40290-1310

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GORDONSVILLE, VA 22942

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RICHMOND, VA 23237

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3010 IMPALA PLACE
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PO BOX 83291
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ATTKISSON JR, KENDALL C
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ASHLAND, VA 23005

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AXIS FINANCIAL INSURANCE SOLUTIONS
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BALDWIN COUNTY
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BAY MINETTE, AL 36507

BALDWIN COUNTY
SALES & USE TAX DEPARTMENT
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POLEY, AL 36536

BALDWIN COUNTY LEGAL DEPARTMENT
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BAY MINETTE, AL 36507

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MILLERS TAVERN, VA 23115

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DENNIS J WEAVER, CLERK
PO BOX 229
HAGERSTOWN, MD 21740

CITY & COUNTY OF SAN FRANCISCO
TAX COLLECTOR
PERSONAL PROPERTY TAX
PO BOX 7427
SAN FRANCISCO, CA 94120-7427

CITY AND COUNTY OF BROOMFIELD
CENTRAL RECORDS OFFICE-TREASURER
PO BOX 407
BROOMFIELD, CO 80038-0407

CITY AND COUNTY OF BROOMFIELD
SALES TAX ADMINISTRATION DIVISION
PO BOX 407
BROOMFIELD, CO 80038-0407

CITY AND COUNTY OF DENVER
TREASURY DIVISION
144 W COLFAX AVE
PO BOX 17430
DENVER, CO 80217-0430

CITY OF ALBUQUERQUE
PO BOX 1313
ALBUQUERQUE, NM 87103-1313

CITY OF ALEXANDRIA, VIRGINIA
DEPARTMENT OF FINANCE
PO BOX 34715
ALEXANDRIA, VA 22334-0715

CITY OF ALPHARETTA
FINANCE DEPARTMENT-TAX
PO BOX 349
ALPHARETTA, GA 30009-0349

CITY OF ANAHEIM
BUSINESS LICENSE DIVISION
PO BOX 61042
ANAHEIM, CA 92803-6142

CITY OF ANN ARBOR TREASURER
DEPT # 77602
PO BOX 77000
DETROIT, MI 48277-0602

CITY OF ARCADIA

BUSINESS LICENSING OFFICE
PO BOX 60021
ARCADIA, CA 91066-6021

CITY OF ASHEVILLE
PO BOX 7148
ASHEVILLE, NC 28802-7148

CITY OF ATLANTA
GENERAL BUSINESS LICENSE
PO BOX 932053
ATLANTA, GA 31193-2053

CITY OF AVENTURA
COMMUNITY DEVELOPMENT DEPARTMENT
19200 W COUNTRY CLUB DRIVE
AVENTURA, FL 33180

CITY OF BAKERSFIELD
PO BOX 2057
BAKERSFIELD, CA 93303

CITY OF BATON ROUGE
PARISH OF EAST BATON ROUGE
DEPT OF FINANCE REVENUE DIV
PO BOX 2590
BATON ROUGE, LA 70821-2590

CITY OF BELLEVUE
PO BOX 34372
SEATTLE, WA 98124-1372

CITY OF BOCA RATON
LICENSE PROCESSING CENTER
PO BOX 862236
ORLANDO, FL 32886-236

CITY OF BRANSON
BUSINESS LICENSE OFFICE
110 W MADDOX SUITE 200
BRANSON, MO 65616

CITY OF BREA
BUSINESS LICENSE DIVISION
#1 CIVIC CENTER CIRCLE
BREA, CA 92621

CITY OF BROOKFIELD
REAL ESTATE TAXES
PO BOX 1018
MILWAUKEE, WI 53201-1018

CITY OF BURLESON
ELIZABETH BANDA
PO BOX 13430
ARLINGTON, TX 76094-0430

CITY OF BURLINGAME
BUSINESS LICENSE TAX RENEWAL
PO BOX 191
BURLINGAME, CA 94011-0191

CITY OF CALUMET CITY
OFFICE OF THE CITY CLERK
PO BOX 1519
CALUMET CITY, IL 60409

CITY OF CAMARILLO
BUSINESS TAX DIVISION
PO BOX 37
CAMARILLO, CA 93011-0037

CITY OF CAPITOLA
429 CAPITOLA AVE
CAPITOLA, CA 95010

CITY OF CARLSBAD
ATTN: BUSINESS LICENSE
1635 FARADAY AVE

CARLSBAD, CA 92008-7314

CITY OF CEDAR HILL
ELIZABETH BANDA
PO BOX 13430
ARLINGTON, TX 76094-0430

CITY OF CERRITOS
BUSINESS LICENSE DIVISION
PO BOX 3130
CERRITOS, CA 90703-3130

CITY OF CHANDLER
MS 701
PO BOX 15001
CHANDLER, AZ 85244-5001

CITY OF CHARLESTON
BUSINESS LICENSE
PO BOX 22009
CHARLESTON, SC 29413-2009

CITY OF CHARLESTON
CITY COLLECTORS OFFICE
915 QUARRIER ST
SUITE 4
CHARLESTON, WV 25301

CITY OF CHICAGO DEPT OF REVENUE
22149 NETWORK PLACE
CHICAGO, IL 60673-1221

CITY OF CLEARWATER
PO BOX 4748
CLEARWATER, FL 34618-4748

CITY OF COLORADO SPRINGS
SALES TAX
DEPARTMENT 2408
DENVER, CO 80256-001

CITY OF CORAL SPRINGS
OCCUPATIONAL LICENSES DEPT
PO BOX 754501
CORAL SPRINGS, FL 33075-4501

CITY OF CORONA
BUSINESS LICENSE DIVISION
PO BOX 940
CORONA, CA 92878-0940

CITY OF COSTA MESA
TREASURY MANAGEMENT DIVISION
PO BOX 1200
COSTA MESA, CA 92628-1200

CITY OF CRANSTON
TAX COLLECTOR
PO BOX 1177
PROVIDENCE, RI 02901-1177

CITY OF DALLAS AIR POLL CONTROL
PROGRAM
REGION 6
320 E JEFFERSON ST
ROOM LL13
DALLAS, TX 75203

CITY OF DANBURY, CONNECTICUT
TAX COLLECTOR
PO BOX 237
DANBURY, CT 06813-0237

CITY OF DOUGLASVILLE
OCCUPATIONAL TAX
PO BOX 219
DOUGLASVILLE, GA 30133

CITY OF EL CAJON

200 E MAIN ST
BUSINESS LICENSE DIVISION
EL CAJON, CA 92020

CITY OF EL PASO
DAVID G AELVOET
LINEBARGER GOGGAN BLAIR & SAMPSON,
LLP
TRAVIS BUILDING, 711 NAVARRO, STE.
300
SAN ANTONIO, TX 78205

CITY OF EMERYVILLE FINANCE
DEPARTMENT
DEPARTMENT 05756
PO BOX 39000
SAN FRANCISCO, CA 94139-5756

CITY OF ESCONDIDO
BUSINESS LICENSE DIVISION
201 N BROADWAY
CIVIC CENTER PLAZA
ESCONDIDO, CA 92025-2798

CITY OF FAIRFIELD
BUSINESS LICENSE DEPT
1000 WEBSTER ST
FAIRFIELD, CA 94533

CITY OF FAIRVIEW HEIGHTS
10025 BUNKUM RD
FAIR HEIGHTS, IL 62208

CITY OF FLOWEED
PRIVILEGE LICENSE
PO BOX 320069
FLOWOOD, MS 39232-0069

CITY OF FOLEY
PO DRAWER 400
LICENSE RENEWAL
FOLEY, AL 36536

CITY OF FOLSOM
BUSINESS LICENSE
50 NATOMA ST
FOLSOM, CA 95630

CITY OF FORT LAUDERDALE
OCCUPATIONAL LICENSE DIVISION
PO BOX 31689
TAMPA, FL 33631-3689

CITY OF FORT MYERS
OCCUPATIONAL LICENSING
1825 HENDRY STREET
SUITE 101
FORT MYERS, FL 33900-1

CITY OF FRANKLIN
BUSINESS TAX DEPT
PO BOX 705
FRANKLIN, TN 37065

CITY OF FRANKLIN
PROPERTY TAX OFFICE
PO BOX 681749
FRANKLIN, TN 37068-1749

CITY OF FREDERICKSBURG
CITY TREASURER
PO BOX 17149
BALTIMORE, MD 21297-0490

CITY OF FREDERICKSBURG
COMMISSIONER OF THE REVENUE
PO BOX 644-CITY HALL
FREDERICKSBURG, VA 22404-0644

CITY OF FRISCO TAX OFFICE
6891 MAIN ST
FRISCO, TX 75034

CITY OF GAFFNEY
BUSINESS LICENSE
PO BOX 2109
GAFFNEY, SC 29342

CITY OF GAINESVILLE
BILLING AND COLLECTION
STATION 47
PO BOX 490
GAINESVILLE, FL 32602-0490

CITY OF GARLAND
TAX OFFICE
PO BOX 462010
GARLAND, TX 75046-2010

CITY OF GERMANTOWN
TREASURER
PO BOX 38809
GERMANTOWN, TN 38183-0809

CITY OF GILROY
BUSINESS LICENSE
7351 ROSANNA ST
GILROY, CA 95020-6141

CITY OF GLENDALE ARIZONA
TAX & LICENSE DIVISION
PO BOX 800
GLENDALE, AZ 85311-0800

CITY OF GOODLETTSVILLE
BUSINESS LICENSE
105 S MAIN ST
GOODLETTSVILLE, TN 37072

CITY OF GREENSBORO
PRIVILEGE LICENSE SECTION
PO BOX 26118
GREENSBORO, NC 27402-6118

CITY OF GREENVILLE
ATTN: BUSINESS LICENSE
PO BOX 2207
GREENVILLE, SC 29602-2207

CITY OF HILLSBORO, OREGON
150 E MAIN ST
HILLSBORO, OR 97123

CITY OF HOMEWOOD
DRAWER 516
PO BOX 11407
BIRMINGHAM, AL 35246-0516

CITY OF HOOVER
SALES & USE TAX
PO BOX 11407
BIRMINGHAM, AL 35246-0144

CITY OF HUNTSVILLE
CITY CLERK-TREASURER
PO BOX 040003
HUNTSVILLE, AL 35804-1003

CITY OF HUNTSVILLE CITY CLERK-
TREASURER
MUNICIPAL BUILDING
PO BOX 308
HUNTSVILLE, AL 35804-0308

CITY OF JACKSONVILLE DUVAL COUNTY
TAX COLLECTOR
231 E FORSYTH ST RM 130
JACKSONVILLE, FL 32202-3370

CITY OF KANSAS CITY MISSOURI
REVENUE DIVISION
PO BOX 15623
KANSAS CITY, MO 64106-0623

CITY OF KENNER
OCCUPATIONAL LICENE DEPARTMENT
1801 WILLIAMS BLVD. BLDG B
ROOM 105
KENNER, LA 70062

CITY OF KENTWOOD
TREASURER
PO BOX 8848
KENTWOOD, MI 49518-8848

CITY OF KNOXVILLE
PROPERTY TAX OFFICE
PO BOX 15001
KNOXVILLE, TN 37901-5001

CITY OF LAS VEGAS
DEPARTMENT OF FINANCE AND BUSINESS
SVCS
PO BOX 52799
PHOENIX, NV 85072-2799

CITY OF LEAWOOD
ATTN: OCCUPATION LICENSE
4800 TOWN CENTER DR
LEAWOOD, KS 66211

CITY OF LITTLE ROCK
TREASURY MANAGEMENT DIVISION
500 W MARKHAM ST
ROOM 100
LITTLE ROCK, AR 72201-1497

CITY OF LITTLETON
SALES TAX DIVISION
2255 W BERRY AVE
LITTLETON, CO 80165-0002

CITY OF LIVONIA
TREASURER
33000 CIVIC CENTER DRIVE
LIVONIA, MI 48154-3060

CITY OF LOS ANGELES
OFFICE OF FINANCE
FILE 55806
LOS ANGELES, CA 90074-5806

CITY OF LYNNWOOD
P O BOX 5008
LYNNWOOD, WA 98046-5008

CITY OF MACON
FINANCE DEPARTMENT
PO BOX 247
MACON, GA 31202-0247

CITY OF MANDEVILLE
BUSINESS LICENSE
3101 E CAUSEWAY APPROACH
MANDEVILLE, LA 70448

CITY OF MANHATTEN BEACH
BUSINESS LICENSE DIVISION
1400 HIGHLAND AVE
MANHATTEN BEACH, CA 90266

CITY OF MCALLEN TAX OFFICE
LOCK BOX SERVICE
PO BOX 4350
MCALLEN, TX 78502-4350

CITY OF MEMPHIS

TREASURER
PO BOX 185
MEMPHIS, TN 38101-0185

CITY OF MEMPHIS, TN
ELIZABETH WELLER
LINEBARGER GOGGAN BLAIR & SAMPSON,
LLP
2323 BRYAN ST, STE. 1600
DALLAS, TX 75201

CITY OF MERIDEN, CONNECTICUT
TAX COLLECTOR
PO BOX 80000 DEPT 299
HARTFORD, CT 06180-0299

CITY OF MIDDLETON
CITY TREASURER
7426 HUBBARD AVE
MIDDLETON, WI 53562

CITY OF MOBILE
BUSINESS LICENSE DEPARTMENT
PO BOX 949
MOBILE, AL 36601-0949

CITY OF MOBILE TAX DEPARTMENT
SALES TAX
PO BOX 2745
MOBILE, AL 36652-2745

CITY OF MONTEREY
REVENUE DEPT
CITY HALL
MONTEREY, CA 93940

CITY OF MONTGOMERY
C/O COMPASS BANK
PO BOX 830469
BIRMINGHAM, AL 35283-0469

CITY OF NAPLES
CUSTOMER SERVICE
735 8 TH ST S
NAPLES, FL 34102

CITY OF NEWARK
37101 NEWARK BLVD
NEWARK, CA 94560

CITY OF NEWPORT BEACH
3300 NEWPORT BLVD
PO BOX 1768
NEWPORT BEACH, CA 92658

CITY OF NORFOLK, VIRGINIA
CITY TREASURER
PO BOX 3215
NORFOLK, VA 23514-3215

CITY OF NOVI
45175 W TEN MILE RD
NOVI, MI 48050

CITY OF NOVI TAX COLLECTION
PROCESSING
DRAWER #3050
PO BOX 79001
DETROIT, MI 48279-3050

CITY OF OREM
TREASURER'S OFFICE
56 N STATE ST
OREM, UT 84057

CITY OF PALM BEACH GARDENS
ATTN: OCCUPATIONAL LICENSE
10500 N MILITARY TRAIL
PALM BEACH GARDENS, FL 33410

CITY OF PALM DESERT
73510 FRED WARING DR
PALM DESERT, CA 92260-2578

CITY OF PASADENA
LICENSE SECTION
PO BOX 7115
PASADENA, CA 91109

CITY OF PEACHTREE CITY
151 WILLOWBEND RD
PEACHTREE, GA 30269

CITY OF PEMBROKE PINES
OCCUPATIONAL LICENSE DEPT
10100 PINES BLVD
PEMBROKE PINES, FL 33026-6042

CITY OF PHILADELPHIA
PHILADELPHIA DEPT OF REVENUE
PO BOX 1393
PHILADELPHIA, PA 19105-9731

CITY OF PHOENIX
ATTN:PRIVILEGE LIC TAX DESK
PO BOX 29690
PHOENIX, AZ 85038-9690

CITY OF PHOENIX
CITY TREASURER
PO BOX 29690
PHOENIX, AZ 85038-9690

CITY OF PLANTATION
PO BOX 19270
PLANTATION, FL 33318-9270

CITY OF PLEASANTON
PO BOX 520
PLEASANTON, CA 94566

CITY OF PORTLAND
BUREAU OF LICENSES
111 SW COLUMBIA
SUITE 600
PORTLAND, OR 97201-5840

CITY OF RANCHO CUCAMANGA
BUSINESS LICENSE
PO BOX 807
RANCHO CUCAMONGA, CA 91729

CITY OF REDMOND
BUSINESS LICENSE
PO BOX 3745
SEATTLE, WA 98124-3745

CITY OF RICHMOND HEIGHTS
1330 S BIG BEND BLVD
RICHMOND HEIGHTS, MO 63117

CITY OF RICHMOND HEIGHTS
COLLECTOR OF FRANCIS PLACE TDD
1330 S BIG BEND BLVD
RICHMOND HEIGHTS, MO 63117

CITY OF ROANOKE
CITY TREASURER
PO BOX 1451
ROANOKE, VA 24011

CITY OF ROCHESTER HILLS
DRAWER #7783
PO BOX 79001
DETROIT, MI 48279-7783

CITY OF ROSEVILLE
LICENSE DIVISION

311 VERNON ST
ROSEVILLE, CA 95678-2649

CITY OF ROYAL OAK
TREASURER'S OFFICE
PO BOX 64
ROYAL OAK, MI 48068-0064

CITY OF SACRAMENTO
ROOM 1214, CITY HALL
915 I ST
SACRAMENTO, CA 95814-2696

CITY OF SAN FRANCISCO
TAX COLLECTOR, BUS TAX DIV
PO BOX 7425
SAN FRANCISCO, CA 94120-7425

CITY OF SAN JOSE
BUSINESS TAX SECTION
PO BOX 45710
SAN FRANCISCO, CA 94145-0710

CITY OF SAN MARCOS
DIANE W SANDERS
LINEBARGER GOGGAN BLAIR & SAMPSON,
LLP
1949 SOUTH I.H. 35 (78741)
PO BOX 17428
AUSTIN, TX 78760

CITY OF SANFORD
PO BOX 1788
SANFORD, FL 32772

CITY OF SANTA ANA
FINANCE AND MANAGEMENT SERVICES
AGENCY
PO BOX 1964
SANTA ANA, CA 92702-1964

CITY OF SCOTTSDALE
PO BOX 1929
SCOTTSDALE, AZ 85252-1929

CITY OF SEVIERVILLE
BUSINESS TAX
PO BOX 5500
SEVIERVILLE, TN 37864

CITY OF SIMI VALLEY
BUSINESS TAX
PO BOX 1680
SIMI VALLEY, CA 93062

CITY OF SIMI VALLEY
DEPARTMENT OF PUBLIC WORKS
2929 TAPO CANYON RD
SIMI VALLEY, CA 93063-2199

CITY OF SNELLVILLE
DEPARTMENT OF PLANNING &
DEVELOPMENT
2342 OAK RD
2ND FLOOR
SNELLVILLE, GA 30078-2361

CITY OF SPOKANE
DEPT OF TAXES AND LICENSES
808 W SPOKANE FALLS BLVD
SPOKANE, WA 99201-3336

CITY OF STAMFORD
COLLECTOR OF TAXES
PO BOX 50
STAMFORD, CT 06904

CITY OF STUART
DEVELOPMENT DEPARTMENT

121 S.W. FLAGLER AVE
STUART, FL 34994

CITY OF SUGAR LAND
TAX OFFICE
PO BOX 5029
SUGAR LAND, TX 77487-5029

CITY OF TALLAHASSEE
REVENUE DIVISION BOX A-4
300 S ADAMS ST
TALLAHASSEE, FL 32301-1731

CITY OF THOUSAND OAKS
BUSINESS TAX DEPARTMENT
2100 E THOUSAND OAKS BLVD
THOUSAND OAKS, CA 91362-2903

CITY OF TIGARD
BUSINESS LICENSE DEPT
13125 SW HALL BLVD
TIGARD, OR 97223

CITY OF TROY
DRAWER #0101
PO BOX 33321
DETROIT, MI 48232-5321

CITY OF TUALATIN
BUSINESS LICENSE
18880 SW MARTINAZZI AVE
TUALATIN, OR 97062

CITY OF TUKWILA
6200 SOUTHCENTER BLVD
TUKWILA, WA 98188

CITY OF VACAVILLE
BUSINESS LICENSE
PO BOX 6178
VACAVILLE, CA 95696-6178

CITY OF VIRGINIA BEACH
COMMISSIONER OF THE REVENUE
2401 COURTHOUSE DR.
VIRGINIA BEACH, VA 23456-9002

CITY OF WALNUT CREEK
PO BOX 8039
WALNUT CREEK, CA 94596

CITY OF WEST COVINA
CITY TREASURER'S OFFICE
PO BOX 1440
WEST COVINA, CA 91793-9976

CITY OF WILMINGTON
COLLECTIONS DIVISION
PO BOX 9001
WILMINGTON, NC 28402

CITY OF WINSTON-SALEM
CITY LICENSE DEPARTMENT
PO BOX 2756
WINSTON-SALEM, NC 27102

CITY OF YONKERS BUREAU OF
HOUSINGS & BUILDING'S
87 NEPPERHAN AVE
YONKERS, NY 10701

CITY TAX COLLECTOR
PO BOX 5500
SERVIERVILLE, TN 37864-5500

CL TRADING, LLC
2206 PINE WOODS RD
JERSEY SHORE, PA 17740

CLACKAMAS COUNTY
DEPT OF ASSESSMENT & TAXATION
168 WARNER MILNE RD
OREGON, OR 97045-4098

CLARIANT CORPORATION
3618 COLLECTION CENTER DR
CHICAGO, IL 60693-0036

CLARK COUNTY
DEPARTMENT OF BUSINESS LICENSE
PO BOX 98627
LAS VEGAS, NV 89193-8627

CLARK COUNTY ASSESSOR
COLLECTOR OF TAXES
PO BOX 551401
LAS VEGAS, NV 89155-1401

CLARKE, CHARLES E.
18091 OLD RIDGE RD
MONTPELIER, VA 23192

CLAY COUNTY TAX COLLECTOR
PO BOX 218
GREEN COVE SPRINGS, FL 32043-0218

CLEAR CREEK ISD
TAX OFFICE
PO BOX 799
LEAGUE CITY, TX 77574

CLERK OF CIRCUIT COURT
HOWARD COUNTY
9250 BENDIX RD
COLUMBIA, MD 21045

CLERK OF CIRCUIT COURT
MONTGOMERY COUNTY
50 MARYLAND AVE
ROOM 111
ROCKVILLE, MD 20850

CLERK, SUPREME COURT
STATE BAR OF TEXAS
PO BOX 149335
AUSTIN, TX 78714-9335

CLIFTON FAY
CITY ATTORNEY
PO BOX 1340
COLUMBUS, GA 31902

CLUNE, DONALD F.
(ADDRESS WITHHELD TO PROTECT
CONFIDENTIALITY)

CML NORTHERN BLOWER
901 REGENT AVE W
WINNIPEG R2C 2ZB, MB CANADA

CNA INSURANCE COMPANIES
333 S WABASH AVE
CHICAGO, IL 60604

COASTAL PRODUCTS CO INC
7840 RICHMOND-TAPPAHANNOCK HWY
PO BOX 498
AYLETT, VA 23009

COASTAL TOWING & RECOVERY INC
2035 CHARLES CITY RD
RICHMOND, VA 23231

COASTAL TRAINING TECHNOLOGIES
P O BOX 846078
DALLAS, TX 75284-2078

COASTAL TRAINING TECHNOLOGIES CORP

500 STUDIO DR
VIRGINIA BEACH, VA 23452

COBB COUNTY BUSINESS LICENSE
191 LAWRENCE ST NE
MARIETTA, GA 30060-1692

COBB COUNTY TAX COMMISSIONER
PO BOX 649
MARIETTA, GA 30061-0649

COBB OFFICE PRODUCTS
8827 STAPLES MILL RD - 2ND FLOOR
PO BOX 3003
RICHMOND, VA 23228

COBB OFFICE PRODUCTS
PO BOX 3003
8827 STAPLES MILL RD
RICHMOND, VA 23228

COGNEX CORPORATION
2060 CHALLENGER DR
ALAMEDA, CA 94501

COGNEX CORPORATION
PO BOX 27624
NEW YORK, NY 10087-7624

COLDWATER SEALS INC.
1396 CHATTAHOOCHEE AVE
ATLANTA, GA 30318

COLE FARMER INSTRUMENT CO
625 E BUNKER CT
VERNON HILLS, IL 60061

COLE, CHARLES A.
(ADDRESS WITHHELD TO PROTECT
CONFIDENTIALITY)

COLEMAN BROS. FLOWERS INC
2104 DUMBARTON RD
RICHMOND, VA 23228

COLEMAN, PHILLIP
(ADDRESS WITHHELD TO PROTECT
CONFIDENTIALITY)

COLE-PALMER INSTRUMENT CO
13927 COLLECTIONS CENTER CRIVE
CHICAGO, IL 60693

COLLECTION DIVISION
CITY OF DURHAM
101 CITY HALL PLAZA
DURHAM, NC 27701

COLLECTOR OF REVENUE
ST LOUIS COUNTY GOVERNMENT CENTER
PO BOX 11491
ST LOUIS, MO 63105-0291

COLLIER COUNTY TAX COLLECTOR
COURTHOUSE-BLDG C-1
3301 E TAMiami TRAIL, ROOM 201
NAPLES, FL 34112-3972

COLLIER COUNTY TAX COLLECTOR
OCCUPATIONAL LICENSE
2800 N. HORSESHOE DR.
NAPLES, FL 34104-6998

COLLIER, RANDALL
(ADDRESS WITHHELD TO PROTECT
CONFIDENTIALITY)

COLLIN COUNTY
TAX ASSESSOR COLLECTOR

PO BOX 8006
MCKINNEY, TX 75070-8006

COLONIAL COMPANIES (COMMERCE RD)
PO BOX 24288
1833 COMMERCE RD
RICHMOND, VA 23224

COLONIAL FORD TRUCK SALES
ATTN: SANDY WOLFE
1833 COMMERCE RD
RICHMOND, VA 23224

COLONIAL POWERLIFT INC
PO BOX 31
1594G PENNIMAN RD
TOANO, VA 23168

COLONIAL SCIENTIFIC
2121-I N HAMILTON ST
RICHMOND, VA 23228

COLONIAL SCIENTIFIC
PO BOX 71508
RICHMOND, VA 23255

COLONIAL TRUCK SALES INC (ASHLAND)
11430 AIRPARK RD
ASHLAND, VA 23005

COLONIALWEBB CONTRACTORS
2820 ACKLEY AVE
RICHMOND, VA 23228

COLORADO DEPART OF PUBLIC HEALTH
AND ENV
REGION 8
4300 CHERRY CREEK DRIVE S
DENVER, CO 80246-1530

COLORADO DEPT OF REVENUE
1375 SHERMAN ST
DENVER, CO 80261-0013

COLT ATLANTIC SERVICES INC
1845 SOUTH LEE COURT, SUITE C
BUFORD, GA 30518

COLUMBIA RUBBER CORP.
10400 TUCKER ST
PO BOX 436
BELTSVILLE, MD 20705

COLUMBIAN TEC TANK
5400 KANSAS AVE
PO BOX 2907
KANSAS CITY, KS 66106

COLUMBUS CONSOLIDATED GOVERNMENT
OCCUPATION TAX SECTION
PO BOX 911
COLUMBUS, GA 31902-0911

COMM. OF VA-DEPT. OF THE TREASURY
DIVISION OF UNCLAIMED PROPERTY
PO BOX 2478
RICHMOND, VA 23218

COMMISSION OF REVENUE-HANOVER
COUNTY
HANOVER COUNTY
PO BOX 488
HANOVER, VA 23069

COMMISSION ON ENVIRONMENTAL
QUALITY
REGION 6
CONTACT NAME, BUILDING LETTER
12100 PARK 35 CIRCLE

AUSTIN, TX 78753

COMMISSION ON ENVIRONMENTAL
QUALITY
REGION 6
PO BOX 13087
AUSTIN, TX 78711-3087

COMMISSIONER OF TAXATION & FINANCE
NYS ASSESSMENT RECEIVABLES
PO BOX 2974
NEW YORK, NY 10087-6823

COMMISSIONER OF THE REVENUE
PO BOX 2260
NORFOLK, VA 23501-2260

COMMONWEALTH CONTROLS CORP
7630 WHITEPINE RD
RICHMOND, VA 23237

COMMONWEALTH INDUSTRIAL SPECIALTIES
PO BOX 1269
207 E CAWSON ST
HOPEWELL, VA 23860

COMMONWEALTH OF KENTUCKY
275 E MAIN ST
DEPARTMENT OF EMPLOYMENT SERVICES
FRANKFORT, KY 40621

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
PO BOX 2890
HARRISBURG, PA 17105-2890

COMMONWEALTH OF VA DEPT OF LABOR &
POWERS-TAYLOR BUILDING
13 S THIRTEENTH ST
RICHMOND, VA 23219

COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TREASURY
JAMES MONROE BUILDING, 3RD FLOOR
101 N. 14TH ST
RICHMOND, VA 23219

COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TREASURY
PO BOX 20207
RICHMOND, VA 23218-1879

COMMONWEALTH RADIOLOGY
1508 WILLOW LAWN DR, SUITE 117
RICHMOND, VA 23230

COMPASS BANK
1789 MONTGOMERY HWY
BIRMINGHAM, AL 35244

COMPASS ENERGY SERVICES LLC
PO BOX 791352
BALTIMORE, MD 21279-1352

COMPASS SYSTEMS & SALES INC
1643 MASSILLON RD
AKRON, OH 44312

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ENTERPRISE RENT-A-CAR
12210 WASHINGTON HWY
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500 MERO SREET 5TH FLOOR, CPT
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QUALIT-DEQ
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VWR INTERNATIONAL INC
PO BOX 640169
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W O GRUBB INC
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WORKERS COMPENSATION AGENCY
301 FORREST BUILDING
2728 CENTERVIEW DRIVE
TALLAHASSEE, FL 32399-0680

WORKERS COMPENSATION AGENCY
324 SPRING ST
LITTLE ROCK, AR 72203

WORKERS COMPENSATION AGENCY
3315 W TRUMAN BLVD, ROOM 131
JEFFERSON CITY, MO 65102

WORKERS COMPENSATION AGENCY
443 LAFAYETTE RD NORTH
ST. PAUL, MN 55155

WORKERS COMPENSATION AGENCY
600 WASHINGTON ST, SEVENTH FLOOR
BOSTON, MA 02111

WORKERS COMPENSATION AGENCY
633 17TH ST, STE 400
DENVER, CO 80202-3660

WORKERS COMPENSATION AGENCY
710 JAMES ROBERTSON PARKWAY
GATEWAY PLAZA, 2ND FLOOR
NASHVILLE, TN 37243-0665

WORKERS COMPENSATION AGENCY
7551 METRO CENTER DR, STE 100
AUSTIN, TX 78744-1609

WORKERS COMPENSATION AGENCY
800 SW JACKSON, STE 600
TOPEKA, KS 66612-1227

WORKERS COMPENSATION AGENCY
800 W WASHINGTON
PHOENIX, AZ 85007

WORKERS COMPENSATION AGENCY
CAPITAL PLACE
21 OAK ST, FOURTH FLOOR
HARTFORD, CT 06106

WORKERS COMPENSATION AGENCY
DENVER N DAVISON COURT BUILDING
1915 N STILES
OKLAHOMA CITY, OK 73105

WORKERS COMPENSATION AGENCY
DOBBS BUILDING, 6TH FLOOR
430 N SALISBURY ST
RALEIGH, NC 27603-5937

WORKERS COMPENSATION AGENCY
GOVERNMENT CENTER SOUTH
402 W WASHINGTON ST
ROOM W-196
INDIANAPOLIS, IN 46204

WORKERS COMPENSATION AGENCY
INDUSTRIAL RELATIONS BUILDING
649 MONROE ST
MONTGOMERY, AL 36131

WORKERS COMPENSATION AGENCY
LABOR & INDUSTRIES BUILDING
PO BOX 44001
OLYMPIA, WA 98504-4001

WORKERS COMPENSATION AGENCY
PO BOX 30016
LANSING, MI 48909

WORKERS COMPENSATION AGENCY
ROOM C100
201 E WASHINGTON AVE
MADISON, WI 53703

WORKERS COMPENSATION AGENCY
SALT LAKE CITY OFFICE
392 E 6400 S
MURRAY, UT 84107

WORKFLOW SOLUTIONS SFI(STANDARD
FORMS
3691-E STILLMAN PARKWAY
GLEN ALLEN, VA 23060

WORKFLOWONE
PO BOX 2418
NORFOLK, VA 23501-2418

WORKFORCE DEVELOPMENT
1000 E GRAND AVE
DES MOINES, IA 50319

WRAY, NORMAN
(ADDRESS WITHHELD TO PROTECT
CONFIDENTIALITY)

WRIGHT EXPRESS
P O BOX 6293
CAROL STREAM, IL 60197-6293

WRIGHT, ROSS
(ADDRESS WITHHELD TO PROTECT
CONFIDENTIALITY)

WRIGHTS TRUCKING & LOGGING
159 POPLAR GROVE CIRCLE
AMHERST, VA 24521

WV DEPART OF ENVIRONMENTAL
PROTECTION
REGION 3
601-57TH ST
CHARLESTON, WV 25304

WYOMING DEPT OF REVENUE
EDMUND J SCHMIDT, DIRECTOR
HERSCHLER BLDG. 2ND FLOOR WEST
CHEYENNE, WY 82002-0110

XACTEC
7151 RICHMOND RD
STE 302
WILLIAMSBURG, VA 23188

X-ERGON
PO BOX 971342
DALLAS, TX 75397-1342

XPEDX
11800 N LAKERIDGE PARKWAY
ASHLAND, VA 23005

XPEDX
PO BOX 644520
PITTSBURGH, PA 15264-4520

YELLOW TRANSPORTATION INC
PO BOX 905175
CHARLOTTE, NC 28290-5175

YRC INC
PO BOX 905587
CHARLOTTE, NC 28290-5587

ZEBRA ENVIRONMENTAL & INDUSTRIAL
SVC.
901 E SPRINGFIELD RD
PO BOX 357
HIGH POINT, NC 27261

ZEUS INDUSTRIAL PRODUCTS INC
3737 INDUSTRIAL
PO BOX 2167
ORANGEBURG, SC 29116

ZURICH INSURANCE COMPANY
C/O THE RUBIN GROUP
111 JOHN ST SUITE 1900
NEW YORK, NY 10038

Jonathan L. Hauser
VSB No. 18688
TROUTMAN SANDERS LLP
222 Central Park Avenue
Suite 2000
Virginia Beach, VA 23462
Telephone: (757) 687-7768
Facsimile: (757) 687-1505

Richard M. Cieri (*pro hac vice* pending)
Christopher J. Marcus (*pro hac vice* pending)
Michael A. Cohen (*pro hac vice* pending)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

*Proposed Attorneys for the Debtor and
Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
BEAR ISLAND PAPER COMPANY, L.L.C., ¹)	Case No. 10-_____ ()
)	
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS

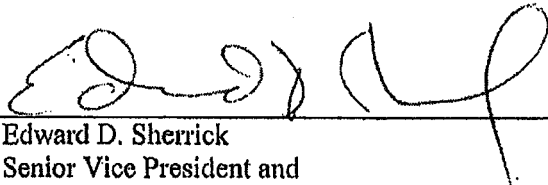
MEMBERSHIP INTEREST HOLDER	PERCENTAGE OWNERSHIP OF BEAR ISLAND PAPER COMPANY, L.L.C.	ADDRESS, PHONE AND FAX
White Birch Paper Company	100%	White Birch Paper Company 80 Field Point Road Greenwich, CT 06830 Phone: (203) 661-3344 Fax: (203) 661-3349

[Remainder of page intentionally left blank.]

¹ The last four digits of the Debtor's federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

I, Edward D. Sherrick, the undersigned authorized signatory of Bear Island Paper Company, L.L.C., declare under penalty of perjury that I have reviewed the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: February 23, 2010


Edward D. Sherrick
Senior Vice President and
Chief Financial Officer

**RESOLUTIONS
ADOPTED BY THE BOARD OF DIRECTORS OF
BEAR ISLAND PAPER COMPANY, L.L.C.**

FEBRUARY 23, 2010

At a special meeting of the board of directors (the "Board of Directors") of Bear Island Paper Company, L.L.C., a Virginia limited liability company ("Bear Island" or the "Company"), properly convened pursuant to Section 5.4(b) of the Company's Amended and Restated Operating Agreement, dated as of April 8, 2005, the Board of Directors took the following actions and adopted the following resolutions:

WHEREAS, the Board of Directors reviewed and considered the materials presented by the Company's management and financial and legal advisors regarding the Company's liabilities and liquidity, the strategic alternatives available to it and the impact of the foregoing on the Company's business; and

WHEREAS, the Board of Directors has had the opportunity to consult with the Company's management and financial and legal advisors and to fully consider each of the strategic alternatives available to the Company;

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is

RESOLVED FURTHER, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, any action necessary to maintain the ordinary course operation of the Company's business.

II. Retention of Professionals

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Troutman Sanders LLP as co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Troutman Sanders LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co. LLC as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co. LLC; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of AlixPartners LLP as restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be

filed an appropriate application for authority to retain the services of AlixPartners LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ The Garden City Group, Inc. as notice, claims and solicitation agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of The Garden City Group, Inc.; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

III. Debtor in Possession Financing

NOW, THEREFORE, BE IT RESOLVED, that it is in the best interests of the Company, its stakeholder and other parties in interest, for Bear Island, as borrower, to enter into a debtor in possession term loan credit agreement (the "DIP Credit Agreement") with Credit Suisse AG as administrative agent, Black Diamond Commercial Finance L.L.C. as syndication agent and certain lenders under that certain Second Amended and Restated First Lien Term Loan Credit Agreement, as amended and restated as of May 8, 2007, a summary of the principal terms and conditions of which has been reflected in the draft summary of preliminary terms and conditions of a delayed draw debtor in possession term loan facility (the "Term Sheet"), which Term Sheet has been reported upon to the Board of Directors; and it is

RESOLVED FURTHER, that the Company, as debtor and debtor in possession under the Bankruptcy Code shall be, and hereby is; authorized to incur all obligations incurred under the DIP Credit Agreement (the "DIP Obligations") and undertake any and all related transactions contemplated thereby (collectively, the "Financing Transactions"); and it is

RESOLVED FURTHER, that each and every officer, including the Authorized Officers, of the Company be, and each of them acting alone, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Credit Agreement (including, without limitation, any amendments, supplements or modifications to the DIP Credit Agreement and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company now or hereafter acquired as contemplated by the DIP Credit Agreement, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Company in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and his or her execution and delivery thereof to be conclusive evidence that he or she deems it necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver: (a) the DIP Credit Agreement and such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the agent under the DIP Credit Agreement; and (c) such forms of deposit, account control agreements, officer's certificates and compliance certificates as may be required by the DIP Credit Agreement or any other Financing Document; and it is

RESOLVED FURTHER, that the Authorized Officers and each other officer of the Company be, and each of them hereby is, authorized and empowered to authorize the agent under the DIP Credit Agreement to file any Uniform Commercial Code ("UCC") financing statements and any necessary assignments for security or other documents in the name of the Company that the agent under the DIP Credit Agreement deems necessary or convenient to

perfect any lien or security interest granted under the DIP Credit Agreement, including any such UCC financing statement containing a super-generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the agent under the DIP Credit Agreement may reasonably request to perfect the security interests of the agent under the DIP Credit Agreement; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Financing Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the DIP Credit Agreement or any of the other Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the Financing Documents which shall in their sole judgment be necessary, proper or advisable; and it is

RESOLVED FURTHER, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the DIP Credit Agreement and any of the other Financing Documents be, and hereby are, in all respects confirmed, approved and ratified.

IV. Further Actions and Prior Actions

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and empowered, with power of delegation, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and it is

RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

V. Authorization to Certify These Resolutions

NOW, THEREFORE, BE IT RESOLVED, that the Company's Senior Vice President and Chief Financial Officer be, and hereby is, authorized and directed to place a copy of these resolutions with the minutes of the Company's Board of Directors and to certify as the content, validity and authenticity of these resolutions on behalf of the Company.

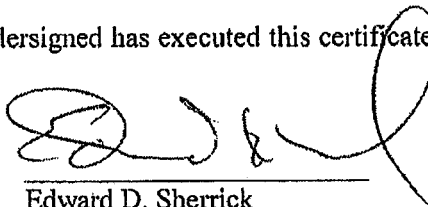
* * * * *

CERTIFICATE

I, Edward D. Sherrick, the duly appointed Senior Vice President and Chief Financial Officer of Bear Island Paper Company, L.L.C., a Virginia limited liability company (the "Company"), hereby certify as follows:

1. I am a duly appointed officer of the Company, authorized to act as agent of the Company by resolution of the Company's board of directors (the "Board of Directors"), and, as such, I am familiar with the facts herein certified and am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolutions of the Board of Directors, duly adopted at a properly convened special meeting of the Board of Directors on February 23, 2010, by the affirmative vote of a majority of directors present at such meeting at which a quorum of directors was present, in accordance with the Company's Amended and Restated Operating Agreement, dated as of April 8, 2005.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board of Directors relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 23rd day of February 2010.



By: Edward D. Sherrick
Title: Senior Vice President and Chief Financial
Officer of Bear Island Paper Company,
L.L.C.